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*Attorneys for the Ciuffo Family Trust/Trust A*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

Chapter 11

SEARS HOLDINGS CORPORATION, et. al.,

Case No. 18-23538-rdd

Debtors.

(Jointly Administered)

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**JOINDER BY CIUFFO FAMILY TRUST/TRUST A IN OBJECTION OF  
VARIOUS LANDLORDS TO NOTICES OF FILING OF REVISED PROPOSED ORDER  
(I) APPROVING THE ASSET PURCHASE AGREEMENT AMONG SELLERS AND  
BUYER, (II) AUTHORIZING THE SALE OF CERTAIN OF THE DEBTORS' ASSETS  
FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES, (III)  
AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN  
EXECUTORY CONTRACTS AND LEASES IN CONNECTION THEREWITH AND (IV)  
GRANTING RELATED RELIEF**

The Ciuffo Family Trust/Trust A ("Ciuffo"), by its undersigned counsel, hereby joins in *Objection of Various Landlords to the Notice of Filing Revised Proposed Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granting Related Relief* [Dkt. Nos. 2380 and 2380-1] in further support of Ciuffo's objection to the Debtors' Supplemental Notice of Cure Costs and proposed cure amount filed on January 30, 2019 [Dkt. No. 2181] ( "Cure Objection").

Ciuffo hereby objects to the Debtors' revised proposed Order approving the sale and respectfully requests that (i) if the Court approves the proposed sale of substantially all of the Debtors' business assets to the Buyer, any order approving the sale incorporate the changes outlined in the Landlords' Proposed Sale Order and (ii) the Court grant to the Landlords, including Ciuffo, such other and further relief that is deemed just and proper. Ciuffo further joins in the objections to the proposed revised Order filed by the other parties in interest, including other landlords, to the extent those objections are not inconsistent with Ciuffo's Cure Objection.

Ciuffo further reserves and retains the right to supplement its Cure Objection and to object to any proposed assumption, assignment or rejection of Ciuffo's Lease with the Debtor, Kmart Corporation, as more particularly described in the Cure Objection [Dkt. No. 2181].

Dated: February 6, 2019  
New York, New York

Respectfully submitted,

**SCHIFF HARDIN LLP**  
*Attorneys for the Ciuffo Family Trust/Trust A*

By: /s/ Louis T. DeLucia

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**CERTIFICATE OF SERVICE**

I hereby certify that on February 6, 2019, a copy of the foregoing **JOINDER BY CIUFFO FAMILY TRUST/TRUST A IN OBJECTION OF VARIOUS LANDLORDS TO NOTICES OF FILING OF REVISED PROPOSED ORDER (I) APPROVING THE ASSET PURCHASE AGREEMENT AMONG SELLERS AND BUYER, (II) AUTHORIZING THE SALE OF CERTAIN OF THE DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES, (III) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS, AND LEASES IN CONNECTION THEREWITH AND (IV) GRANTING RELATED RELIEF** was served in accordance with the Amended Order Implementing Certain Notice and Case Management Procedures [Docket No. 405] and the Order Approving Global Bidding Procedures [Docket No. 816] on the following parties: (i) all parties listed on the Master Service List maintained by the Debtors' claims and noticing agent; (ii) all parties entitled to receive electronic service in these cases through the Court's CM/ECF System; and (iii) the Objection Recipients.

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By: /s/ Katherine Peluso  
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Law Clerk  
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